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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

M.E.P. HOLDINGS, INC.

INTO

COLT INDUSTRIES OPERATING CORP

Colt Industries Operating Corp, a corporation organized and existing under the laws of the State of Delaware DOES HEREBY CERTIFY as follows:

FIRST: Colt Industries Operating Corp was incorporated on August 14, 1968, pursuant to the General Corporation Law of the State of Delaware.

SECOND: Colt Industries Operating Corp owns all of the outstanding shares of the stock of M.E.P. Holdings, Inc, a corporation incorporated on August 10, 1982, pursuant to the Business Corporation Act of Illinois.

THIRD: Colt Industries Operating Corp, by the following resolutions of its Board of Directors adopted by unanimous written consent without a meeting on March 27, 1985 filed with the minutes of the Board, determined to merge and did merge M.E.P. Holdings, Inc. into itself:

RESOLVED that M.E.P. Holdings, Inc., an Illinois corporation (hereinafter in these resolutions called "Holdings"), be merged, and it hereby is merged, into Colt Industries Operating Corp, a Delaware corporation (hereinafter in these resolutions called "CIOC" or, with respect to the period following said merger, the "Surviving Corporation"), which assumes all the obligations

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of Holdings, pursuant to Section 253 of the General Corporation Law of the State of Delaware and pursuant to the Illinois Business Corporation Act (said merger being hereinafter in these resolutions called the "Merger" and Holdings and CIOC being hereinafter in the resolutions sometimes called the "Constituent Corporations");

RESOLVED that the Merger shall be effective upon the issuance of the Articles of Merger hereinafter provided by the Secretary of State of the State of Illinois in accordance with the Illinois Business Corporation Act and the filing of the Certificate of Ownership and Merger hereinafter provided for with the Secretary of State of the State of Delaware (the time of such filing being hereinafter in these resolutions called the "Effective Time of the Merger");

RESOLVED that the terms and conditions of the Merger are as follows:

(1) At the Effective Time of the Merger, the Certificate of Incorporation and the by-laws of CIOC, as in effect at the Effective Time of the Merger, shall continue as the Certificate of Incorporation and the by-laws, respectively, of the Surviving Corporation until amended as provided by law, and the directors and the officers of CIOC at the Effective Time of the Merger shall be the directors and the officers, respectively, of the Surviving Corporation until their respective successors are duly elected or appointed and qualified in the manner provided by the Certificate of Incorporation and by-laws of the Surviving Corporation or as otherwise provided by law;

(2) Each share of Common Stock of Holdings which is owned by CIOC and which is outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of CIOC, cease to exist;

(3) Each share of Common Stock, par value \$5 per share, of CIOC outstanding at the Effective Time of the Merger shall remain issued and outstanding as one

validly issued, fully paid and nonassessable share of Common Stock, par value \$5 per share, of the Surviving Corporation;

(4) At and after the Effective Time of the Merger, transfer of the shares of Common Stock of Holdings outstanding prior to the Effective Time of the Merger shall not be made on the stock transfer books of Holdings, and all certificates for such shares shall forthwith be canceled;

(5) At the Effective Time of the Merger, the Surviving Corporation shall possess all the assets and property of every description, and every interest therein, wherever located, and all the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Constituent Corporations, and all obligations belonging to or due either of them, shall be vested in the Surviving Corporation without further act or deed, and title to any real estate or any interest therein in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; and

(6) As of the Effective Time of the Merger the assets and liabilities of CIOC and Holdings shall be taken up or continued, as the case may be, on the books of the Surviving Corporation in amounts determined in accordance with generally accepted accounting principles by the Board of Directors of the Surviving Corporation;

RESOLVED that the President or any Vice-President and the Secretary or any Assistant Secretary of CIOC be, and they hereby are, authorized and directed to execute, in the name and on behalf of CIOC, a Certificate of Ownership and Merger, substantially in the form which has been submitted to the directors, setting forth, among other things, a copy of these resolutions providing for the Merger and the date of adoption thereof; and that such officers be, and they hereby are, authorized and directed to cause such Certificate, in such form, with such additions, deletions or changes therein, if any, as they shall approve (the execution thereof by any such officer to

be conclusive evidence of his approval of any such additions, deletions or changes), to be filed in the office of the Secretary of State of the State of Delaware and to cause a certified copy of such Certificate to be recorded in the office of the Recorder of the County of New Castle, State of Delaware;

RESOLVED that the form, terms and provisions of the Agreement of Merger to be dated as of March 27, 1985, between CIOC and Holdings, to provide for the Merger in accordance with the requirements of the Business Corporation Act of Illinois and the General Corporation Law of the State of Delaware, the form of which is attached to these resolutions as Exhibit A and the terms and provisions of which are incorporated in these resolutions by reference, be, and they hereby are, approved; that the President or any Vice President and the Secretary or any Assistant Secretary of CIOC be, and they hereby are, authorized and directed to execute, in the name and on behalf of CIOC, said Agreement of Merger in such form, with such additions, deletions or changes therein, if any, as they shall approve (the execution thereof by any such officer to be conclusive evidence of his approval of any such additions, deletions or changes); and that such officers be, and they hereby are, authorized and directed to execute on behalf of CIOC Articles of Merger, which Articles shall be in such form as they shall approve, and to cause said Articles of Merger to be filed in the office of the Secretary of State of the State of Illinois in accordance with the requirements of the Business Corporation Act of Illinois;

RESOLVED that the proper officers of CIOC be, and they hereby are, authorized and directed to take all such further action, to execute all such other instruments and documents, in the name and on behalf of CIOC, and to pay all such expenses and to do any and all acts and things whatsoever as they shall deem necessary, proper or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them.

IN WITNESS WHEREOF, said Colt Industries Operating Corp has caused this Certificate to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its

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Assistant Secretaries on March 27, 1985, the signatures of such persons constituting their acknowledgment, under penalties of perjury, that this Certificate is the act and deed of said Colt Industries Operating Corp, and that the facts stated herein are true.

COLT INDUSTRIES OPERATING CORP

By


Anthony J. diBono
Vice President




Donald E. O'Keefe
Assistant Secretary

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AGREEMENT OF MERGER

MERGING

M.E.P. HOLDINGS, INC.
(an Illinois corporation)

INTO

COLT INDUSTRIES OPERATING CORP
(a Delaware corporation)

FIRST: Colt Industries Operating Corp, a corporation organized and existing under the laws of the State of Delaware (hereinafter referred to as the "Parent Corporation"), and owning at least 90% of each class of the outstanding shares of stock of M.E.P. Holdings, Inc., a corporation organized and existing under the laws of the State of Illinois (hereinafter referred to as the "Subsidiary Corporation"), agree that the Subsidiary Corporation shall be and hereby is merged into the Parent Corporation. The terms and conditions of said merger (hereinafter referred to as the "Merger") and the mode of carrying the same into effect are set forth in this Agreement of Merger. The Parent Corporation and the Subsidiary Corporation are herein specified to be the constituent corporations in the Merger and are hereinafter sometimes collectively referred to as the "Constituent Corporations". The Parent Corporation is herein specified to be the surviving corporation in the Merger and is hereinafter sometimes referred to as the "Surviving Corporation".

SECOND: The Merger shall become effective upon the issuance of the Articles of Merger by the Secretary of State of

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Illinois in accordance with the Business Corporation Act of Illinois and the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware. The particular date and time on which the Merger shall become effective as aforesaid is hereinafter referred to as the "Effective Time of the Merger".

THIRD: The Parent Corporation shall survive the Merger herein contemplated, its corporate name shall continue to be Colt Industries Operating Corp until changed as provided by law, and it shall continue to be governed by the laws of the State of Delaware. At the Effective Time of the Merger the separate corporate existence of the Subsidiary Corporation shall cease and the Subsidiary Corporation shall be merged with and into the Parent Corporation as the Surviving Corporation.

FOURTH: The parties to this Agreement of Merger are M.E.P. Holdings, Inc., a corporation organized on August 10, 1982, and existing under the Business Corporation Act of Illinois and Colt Industries Operating Corp, a corporation organized on August 14, 1968, and existing under the General Corporation Law of the State of Delaware.

FIFTH: No amendment of the Certificate of Incorporation of the Parent Corporation will be effected by the Merger. The Certificate of Incorporation and by-laws of the Parent Corporation do not require that this Agreement of Merger be adopted by the shareholders or by the holders of a particular class of stock of the Parent Corporation. No transfer or

issuance of shares of stock by the Parent Corporation to the shareholders of the Subsidiary Corporation will be made in the Merger.

SIXTH: The designation and number of outstanding shares of each class of stock of the Subsidiary Corporation and the number of shares of each such class owned by the Parent Corporation are as follows:

<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent Corporation</u>
Common Stock, no par value	1000	1000

SEVENTH: The terms of the Merger are as follows:

(1) At the Effective Time of the Merger the Certificate of Incorporation and the by-laws of the Parent Corporation, as in effect at the Effective Time of the Merger, shall continue as the Certificate of Incorporation and the by-laws, respectively, of the Surviving Corporation until amended as provided by law, and the directors and the officers of the Parent Corporation at the Effective Time of the Merger shall be the directors and the officers, respectively, of the Surviving Corporation until their respective successors are duly elected or appointed and qualified in the manner provided by the Certificate of Incorporation and by-laws of the Surviving Corporation or as otherwise provided by law;

(2) Each share of Common Stock of the Subsidiary Corporation which is outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of the Parent Corporation, cease to exist;

(3) Each share of Common Stock, \$5 par value per share, of the Parent Corporation outstanding at the Effective Time of the Merger shall remain issued and outstanding as one validly issued, fully paid and nonassessable share of Common Stock, \$5 par value per share, of the Surviving Corporation;

(4) At and after the Effective Time of the Merger, transfer of the shares of Common Stock of the Subsidiary Corporation outstanding prior to the Effective Time of the Merger shall not be made on the stock transfer books of the Subsidiary Corporation, and all certificates for such shares shall forthwith be canceled;

(5) At the Effective Time of the Merger, the Surviving Corporation shall possess all the assets and property of every description, and every interest therein, wherever located, and all the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Constituent Corporations, and all obligations belonging to or due either of them, shall

be vested in the Surviving Corporation without further act or deed, and title to any real estate or any interest therein in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; and

(6) As of the Effective Time of the Merger the assets and liabilities of the Parent Corporation and the Subsidiary Corporation shall be taken up or continued, as the case may be, on the books of the Surviving Corporation in amounts determined in accordance with generally accepted accounting principles by the Board of Directors of the Surviving Corporation.

EIGHTH: This Agreement of Merger was duly approved by the directors of each of the Parent Corporation and the Subsidiary Corporation.

IN WITNESS WHEREOF, M.E.P. Holdings, Inc., an Illinois corporation, and Colt Industries Operating Corp, a Delaware corporation, the corporations which are the parties to this Agreement of Merger, pursuant to the authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed in their respective corporate names by a Vice President and an Assistant Secretary of each of said corporations and their respective corporate seals

to be affixed and attested by their respective Assistant Secretaries as of this 27th day of March 1985.

M.E.P. HOLDINGS, INC.

By

Anthony J. diBuono
Vice President

Donald E. O'Keefe
Donald E. O'Keefe,
Assistant Secretary

(Corporate Seal)

Attest:

Donald E. O'Keefe
Donald E. O'Keefe,
Assistant Secretary

COLT INDUSTRIES OPERATING CORP

By

Anthony J. diBuono
Vice President

Donald E. O'Keefe
Donald E. O'Keefe,
Assistant Secretary

(Corporate Seal)

Attest:

Donald E. O'Keefe
Donald E. O'Keefe,
Assistant Secretary

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Certificate of Ownership of the "COLT INDUSTRIES OPERATING CORP"

a corporation organized and existing under the laws of the State of Delaware
merging "M.E.P. HOLDINGS, INC."

a corporation organized and existing under the laws of the State of Illinois
pursuant to Section 253 of the General Corporation Law of the State of Delaware
as received and filed in this office the fourth day of April
A.D. 1985, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation
shall be governed by the laws of the State of Delaware.

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